

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, **Michael W. Alred**

Reporter's Name, Street, and Mailing Address

Citizens B & T Holdings, Inc.

Name of the Holding Company Director and Official

CEO/President/Director

Legal Title of Holding Company

P O Box 250

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

| | | |
|---------------------|-----------|--------------|
| Guntersville | AL | 35976 |
| City | State | Zip Code |

404 Gunter Avenue

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Freida Head Vice President

Name Title

256-264-0362

Area Code / Phone Number / Extension

256-264-0368

Area Code / FAX Number

fhead@citizensbanktrust.com

E-mail Address

Michael W. Alred
 Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

Date of Signature

3-6-13

For holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3439179
 C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Revised 5-8-15

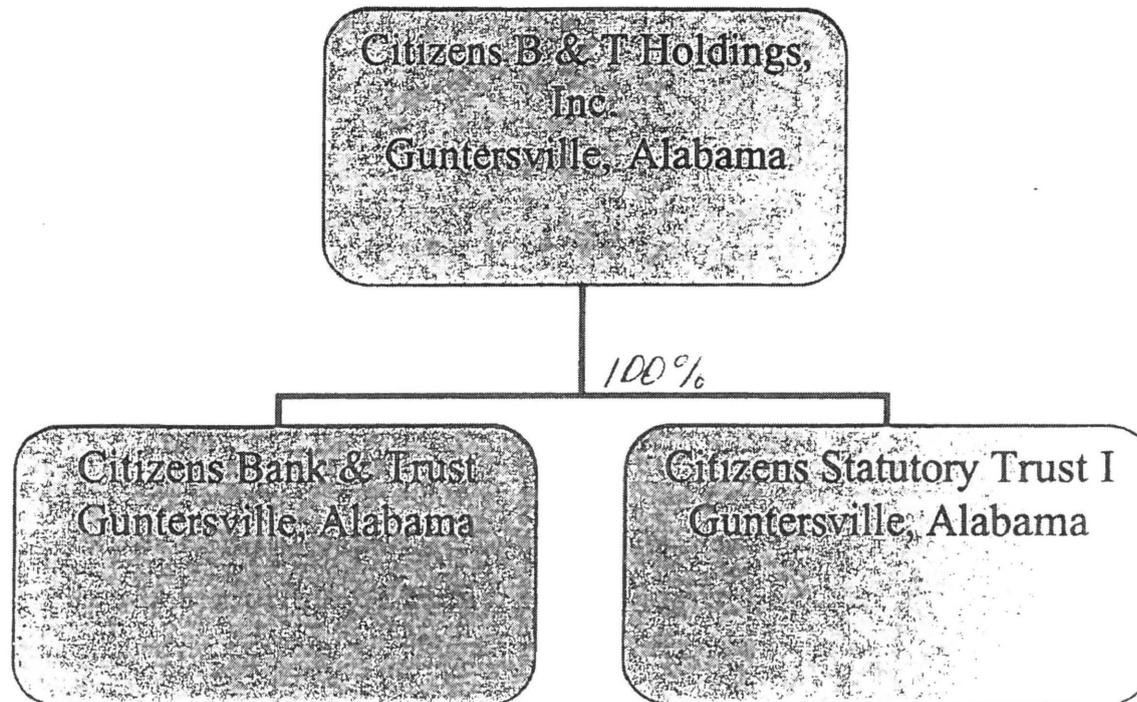
FORM FRY-6

Citizens B&T Holdings, Inc.
Guntersville, Alabama

Report Item:

1. The bank holding company prepares an annual report for its shareholders. The report will be sent separately.
2. Organization Chart

All Entities are Incorporated in Alabama



DECEMBER 31, 2012

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CITIZENS BANKTRUST

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office Number* | Head Office | Head Office ID_RSSD* | Comments | |
|-------------|----------------|----------------------------|-----------------|---------------------------|--------------------------------|--------------|-------|----------|------------|---------------|--------------|----------------|-------------|-----------------------|----------|--|
| ok | | Full Service (Head Office) | 3174920 | CITIZENS BANK & TRUST | 404 GUNTER AVENUE | GUNTERSVILLE | AL | 36976 | MARSHALL | UNITED STATES | 364141 | | 0 | CITIZENS BANK & TRUST | 3174920 | |
| ok | | Full Service | 3194393 | NORTH BROAD STREET BRANCH | 224 NORTH BROAD STREET | ALBERTVILLE | AL | 35950 | MARSHALL | UNITED STATES | 432794 | | 5 | CITIZENS BANK & TRUST | 3174920 | |
| ok | | Full Service | 3290802 | ARAB OFFICE | 1205 BRINDLEE MOUNTAIN PARKWAY | ARAB | AL | 35016 | MARSHALL | UNITED STATES | 429373 | | 2 | CITIZENS BANK & TRUST | 3174920 | |
| ok | | Full Service | 3600027 | HAZEL GREEN BRANCH | 13870 HIGHWAY 231 NORTH | HAZEL GREEN | AL | 35750 | MADISON | UNITED STATES | 462773 | | 6 | CITIZENS BANK & TRUST | 3174920 | |
| ok | | Full Service | 3290811 | MAIN DRIVE BRANCH | 5053 MAIN DRIVE | NEW HOPE | AL | 35760 | MADISON | UNITED STATES | 429372 | | 1 | CITIZENS BANK & TRUST | 3174920 | |
| ok | | Full Service | 3718481 | ROGERSVILLE OFFICE | 1565 LEE STREET | ROGERSVILLE | AL | 35652 | LAUDERDALE | UNITED STATES | 492479 | | 8 | CITIZENS BANK & TRUST | 3174920 | |

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Citizens B&T Holdings, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders
1(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holding of 5% or more
With power to vote as of fiscal year ending 12/31/12

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or
holdings of 5% or more with power to vote during the fiscal year ending 12/31/12

| (1)(a) Name & Address City, state & Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number & Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number & Percentage of Each Class of Voting Securities |
|---|--|---|--|--|--|
|---|--|---|--|--|--|

None

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Citizens B&T Holdings, Inc.
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

page 1

| (1) Names & Address (City, State Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with other businesses (include names of other businesses) | (4) (a) Percentage of Voting Shares in Bank Holding Company | (4) (b) Percentage of Voting Shares in Subsidiaries (include names) of subsidiaries) | (4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held) |
|---|--|--|---|--|---|--|---|
| Michael W. Alred Guntersville, AL 35976 | n/a | CEO/Pres Director | n/a | Marshall Health System Board member/Chairman Dayspring Christian Counseling Board member Grace Fellowship Presbyterian Church Elder/Trustee | 2.90% | n/a | n/a |
| Stanley P. Patterson Albertville, AL 35950 | n/a | Sr. EVP/Senior Lender | n/a | PALLSH member | .5% | n/a | n/a |
| Charles A. Williams Guntersville, AL 35976 | n/a | EVP | n/a | n/a | .05% | n/a | n/a |
| Judy Berry Attalla, AL 35954 | n/a | CFO/CCO/SVP | n/a | n/a | n/a | n/a | n/a |

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 Citizens B&T Holdings, Inc.
 Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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|---|--|--|--|---|---|--|---|
| Pat M. Courington, Jr. Albertville, AL | Director | n/a | WKXX, Pres | 2.51% | n/a | n/a | |
| | | | First State Loans, Inc Pres First State Loans of Athens Inc, Pres First State Loans, of Hartselle, Inc. Pres. ABC Credit, Inc. Pres. Cullman Loans, Inc. Pres. Courington Inc. Pres. Sand Mountain Broadcasting, Inc. Pres. Broadcast Media, LLC managing partner Ace Loan Company, Inc. Pres Sand Mountain Hotels, Partner First Alabama Loans, Inc. | | | | |
| K. Scotty Hawk Arab, AL | n/a | Director | n/a | FF&H Holdings, LLC partner Famous Joe's Pizzeria Inc., CEO/Director | 2.69% | n/a | n/a |

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|---|--|--|---|---|---|--|---|
| Robert L. Hembree Guntersville AL | Bob Hembree Mtr Co. Director | | n/a | Bob Hembree Motor Company, Inc. Pres TDF Finance, Inc. Pres The Driving Factor Auto Sales, Pres | 1.40% | n/a | n/a |
| Robert J. Weathers Boaz, AL | Weathers Hardware & Appliance | Director | n/a | Weathers Hardware & Appliance, Inc. Pres Rentals of Marshall County, Inc. Pres Bob Weathers Properties, owner Sand Mountain Investment Club, Partner | 3.94% | n/a | n/a |
| Randall Ferguson Union Grove, AL | Ferguson Properties, LLC | Director | n/a | Ferguson Properties, LLC Managing Member FF&H Holdings, LLC Managing Member | 3.81% | n/a | n/a |

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|---|--|--|---|---|---|--|---|
| Shane R. Wilks Albertville, AL | Wilks Tire & Battery Service | Director | n/a | Wilks Tire & Battery Service, Inc. Pres Wilks Family Limited Partnership, Partner Wilks Treading, Inc. V/P & Sec Tires Alabama, Inc. dba B&C Tire Co., Pres S & C Wilks, LLC, Managing Partner CSW Enterprises, Partner Edico Properties, Partner CSW, LLC Manager LTLW, LLC Partner WWW Farms, Partner NWW, Partner | 1.58% | n/a | n/a |

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|---|--|--|---|--|---|--|---|
| Joseph J. Chorba, Jr. Guntersville, AL | Chorba Contracting, Inc Director | | n/a | Chorba Contracting, Inc. , CEO/ Pres Ideal Equipment Co., Inc., Pres Fly By Night, Partner R & J Properties, Partner Serv-Cold, LLC, Member Barnett & Chorba, Partner Smith & Chorba, Partner JEM Rentals, Partner | 2.01% | n/a | n/a |
| John Cooper Langston, AL | Director | Director | n/a | South Sauty Creek Resort, Inc. Chairman Sauty Group TPS, Inc. President Sauty Group LLC Manager Cabaniss Cove LLC Manager | 001% | n/a | n/a |